

MINUTES
VIRGINIA OUTDOORS FOUNDATION
REGULAR MEETING OF THE BOARD OF TRUSTEES
VIRGINIA DEPARTMENT OF FORESTRY BUILDING
2nd FLOOR BOARD ROOM
JUNE 30, 2005 10:00 AM

Trustees present: Chairman, Mr. Frank Kilgore, presiding; Mr. J. William Abel Smith; Dr. M. Rupert Cutler; Mr. Frank M. Hartz; Ms. Kat Imhoff; Mr. Charles H. Seilheimer, Jr.; and Mr. Jeffrey K. Walker.

VOF staff attending: G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Trisha Cleary, Executive Assistant; Ms. Anna Chisholm, Finance and HR Manager; Mr. Jeff Matthews, Technology Manager; Ms. Jennifer Perkins, Easement Specialist; Ms. Ruth Babylon, Easement Specialist; Ms. Sherry Buttrick, Easement Specialist; Mr. Bill Wasserman, Easement Specialist; Ms. Leslie Trew, Easement Specialist; Ms. Faye Cooper, Easement Specialist; and Ms. Estie Thomas, Easement Specialist. Other VOF staff attending were John Scully, Vicki Drumheller, Laura Thurman, Ryan Walker, Sara Ensley, Stephanie Marsnick, Erin McCarty, and Gwen Seznec.

Also in attendance were Mr. Frederick S. Fisher, Senior Assistant Attorney General; Tom Smith, Division Director of DCR Natural Heritage; Rex Linville, Piedmont Environmental Council; John Hutchinson, Resource Protection Program Manager of the Shenandoah Valley Battlefields Foundation; Sarah Richardson, Manager, DCR Office of Land Conservation; Carrie Hagin, James River Association; Todd Hochrein; Peter Agelasto, Elk Hill; Brian Hennelly; Mike Strugar, Director of Virginia Conservation Credit Exchange; C. Brent Douglass, Director of Development for Wintergreen Resort; Doug Coleman, Biologist/Executive Director of The Wintergreen Nature Foundation; Howard Kittell, Executive Director, Shenandoah Battlefield Foundation; and Christine Sanders, PEC.

Mr. Kilgore convened the meeting at 10:00 a.m. He then asked the Board members if there was a motion to approve the order of business. There were several changes. Easements numbered 4, 6, 16, 19, 22, 25, 26, and 30 were transferred to the non-consent agenda. Easements numbered 36, 39, and 46 were taken off of the agenda for no title work. And easement number 61 was withdrawn from the agenda. Mr. Kilgore then called for a motion to approve the agenda as amended. Mr. Walker moved that the amended agenda be approved, Mr. Seilheimer seconded and the motion passed unanimously.

Dr. Rupert Cutler moved that the minutes of the Board meeting held on April 7, 2005 be approved as submitted, Mr. Walker seconded, and the motion passed unanimously.

Mr. Kilgore then moved to the Consent A agenda items as a block excluding the items transferred to the non-consent section of the agenda. Dr. Cutler moved to accept the Consent A agenda items as amended, Mr. Seilheimer seconded, and the motion passed unanimously. Mr. Cutler then thanked the staff for their work on the consent items. Mr. Hartz added that he

appreciated the letters from the counties in support of the easements. The following easements were approved as a block:

Item #	Donor's Name	Acres	County	Staff
1.	Allen	85	Floyd	R. Babylon
2.	Allen et. al.	430	Bath	F. Cooper
3.	Carothers	158	Pittsylvania	R. Babylon
5.	Crummett	202	Fauquier	L. Grayson
7.	Fabrycky	95	Montgomery	T. Vance
8.	Fulton, Higgins, Switzer, & Duff	198	Cumberland	S. Buttrick
9.	Harmon	73	Carroll	R. Babylon
10.	Hyatt	126	Albemarle	S. Buttrick
11.	Hytla	55	Fauquier	L. Grayson
12.	Jacobi	80	Madison	S. Buttrick
13.	JBC Properties, LLC	210	Montgomery	R. Babylon
14.	Jonbe, LLC	97	Culpeper	L. Grayson
15.	Jonbe, LLC	223	Culpeper	L. Grayson
17.	Kirk Farms, Inc. I	384	Smyth	B. Wasserman
18.	Kirk Farms, Inc. II	287	Smyth	B. Wasserman
20.	Martin	313	Wythe	R. Babylon
21.	Morris	59	Rappahannock	L. Grayson
23.	Pollard	81	Fauquier	L. Grayson
24.	Pollard	311	Fauquier	L. Grayson
27.	TNC/Dragon Flats	452	Middlesex	E. Thomas
28.	TNC/Piedmont	195	Middlesex	E. Thomas
29.	von Gontard, Taylor, Crosby, O'Toole	168	Warren	F. Cooper
31.	Woolridge	85	Bedford	R. Babylon
32.	Zuckerman	89	Page	F. Cooper

The Consent B agenda items were then considered. Faye Cooper presented the Agelasto property Elk Hill of 165 acres (# 33) explaining that the reason that it was on the B section of the agenda was due to the owner reserving the right to have “up to ten (10) primitive campsites” on the property. She also informed the Board that one secondary had been reduced from 1,500 square feet to 1,000 square feet in size. Mr. Peter Agelasto, the property owner, was given an opportunity to speak to the Board. He spoke of how much he had enjoyed working with Ms. Cooper. Mr. Hartz asked what constituted a “primitive campsite”. Ms. Cooper explained that it was basically a place where someone could pitch a tent and have a fire ring, but no permanent structures or utilities. Mr. Seilheimer moved that the easement be approved as amended, Dr. Cutler seconded, and the motion passed unanimously. Mr. Kilgore thanked Mr. Agelasto for attending.

Mr. Kilgore called for the 82.8 acre property of Janet Allen Chin (#4) to be discussed. Ruth Babylon presented the Chin property and pointed out that on page 39 the set back from the river had yet to be determined. Ms. Babylon said that David Allen, Mrs. Chin’s brother and owner of

the adjacent property, had put a 200 to 300 feet set back in his easement and Mrs. Chin usually went along with her brother. Mr. Hartz said that he would like to make the easement contingent on a 200 feet set back or greater. Ms. Imhoff moved that the easement be approved with the 200 feet or greater language amendment, Mr. Walker seconded, and the motion passed unanimously.

Faye Cooper presented the Dimmel property of 196 acres (#6) that had been pulled due to the landowner's request that the cell tower language on page 63 be modified slightly to more closely match Clarke County's ordinance. The sentence to be added as the second sentence in the cell tower provision would be, "Such a facility shall be located within existing silo or existing woodland and no portion of said structure shall project more than 15 feet above the average tree height." She explained that the 15 feet is permitted by Clarke County. Mr. Hartz expressed his desire to have the cell tower language removed from future easements and noted that this should be a discussion for the second day of the meeting when the Board considers easement policy. Mr. Hartz then moved that the easement be approved with the amended cell tower language, Mr. Seilheimer seconded, and the easement was approved unanimously as amended.

The Kincannon's Milton Valley Farm of 134.7 acres (#16) was presented next by Faye Cooper. Dr. Cutler had a question regarding the easement not having any forestry language. Ms. Cooper was not aware of the attorney taking the forestry paragraph out and assured the Board that it would be put back in before the easement is finalized. Ms. Imhoff had concerns about the number of dwellings allowed. Ms. Cooper explained that all structures in the easement are existing structures and that no new dwellings were allowed. Mr. Hartz had a concern with the language in section 5. (i) "two (2) existing single family dwellings which may be renovated, repaired, replaced, or reasonably enlarged, but each shall not be enlarged by more than 50% of the livable space . . .". He requested that the language be clarified by listing current square footage. Ms. Vance asked that it be made clear that the existing dwellings can be replaced within the same general location for all of the dwellings. Mr. Seilheimer moved for approval with the insertion of the forestry language and the clarification on structures size and location, Ms. Imhoff seconded, the easement was approved unanimously as amended.

Mr. Kilgore then recognized Tom Smith, DCR's Division of Natural Heritage Director, for comments on items 15, 18, and 34 containing significant natural heritage resources. Mr. Smith explained that he checked the easements being presented against the Natural Heritage database and found that three of them had significant heritage resources on the properties. Item 15 contains rare fresh water mussels in the Hazel River contiguous to the property and that riparian buffers should be included in the easement. Mr. Smith also mentioned that it would be nice if it could be listed as one of the conservation values. Item 18 contains a cave that contains the small footed bat and any blasting or excavation on the property could endanger the bat. Item 34 contains small whorled pogonia. Ms. Thomas added that she had just received notification that the property is also home to the Swamp Pink. The Board asked staff to do their best to include provisions to protect natural heritage resources in the easements.

Ms. Babylon then presented the Lineweaver/Wilson property of 130 acres on Claytor Lake (#19). She handed out revised proposal sheets for the easement and revised language for restriction #3 and #6. Ms. Imhoff was concerned about the possibility of three (3) docks and three (3) parcels. Mr. Hartz said that he was assuming that the docks would be floating docks.

Ms. Imhoff stated that she would like more information on what type, size, shape, etc. the docks would take and would like to see the number reduced to two (2). Mr. Seilheimer moved that the Board approve the easement with two (2) parcels and two (2) boat docks, Mr. Walker seconded, and the amended easement was approved unanimously.

Mr. Kilgore then moved to the Perkins Family Real Estate Trust, LLC property of 218 acres (#22). Mr. Hartz questioned the presence of a “picnic shelter near lake” on the proposal sheet and not listed in the easement. Faye Cooper said that she would check with the family and add the picnic shelter as a building which may be replaced but not enlarged. Ms. Imhoff moved to approve the easement with the picnic shelter language added, Mr. Hartz seconded, and the amended easement passed unanimously.

Considered next was the Ridder/Andrews Trustees property in Rappahannock County of 64 acres (#25) presented by Ms. Grayson. Dr. Cutler noted that Marie Ridder was a past member of the VOF Board of Trustees and asked if staff could compose a letter of thanks for her continuing support of conservation in Virginia for the Board’s signature. Mr. Kilgore directed the staff to do so. Mr. Seilheimer moved for approval of the easement, Mr. Abel Smith seconded, and the easement was approved unanimously.

Faye Cooper stated that the next easement to be considered (#26) was pulled from the Consent A agenda because it should have been placed on the Under 50 Acres portion of the agenda. She said that Laura Thurman had been working with John Hutchinson (Shenandoah Valley Battlefields Foundation) on the easement and turned the floor over to her to present. Ms. Thurman explained that the parcel was small (21.7 acres) but it is directly across Interstate 81 from the New Market Battlefield and is part of the battlefield ground. She also pointed out that the easement has the support of the Shenandoah County Director of Planning and Code Enforcement, Robert E. Kinsley, Jr. Ms. Imhoff moved for approval, Mr. Walker seconded, and the easement was approved unanimously.

Tamara Vance then presented the Willow Spring, LLC property of 300.8 acres (#30) explaining that it had been taken off of the Consent A due to the partners’ request for different cell tower language allowing the cell tower to project above the ridge into the skyline if they utilize techniques to reduce its visibility such as two-tone colors or other state of the art concealment. Ms. Imhoff asked that Ms. Vance explain why the “wildlife patch” language is an improvement over the language in the current Young easement in Albemarle County. Ms. Vance explained that this proposal limits the number and size of clearings permitted. Mr. Walker moved to approve with revised language as presented, Ms. Imhoff seconded, and the easement was approved unanimously.

Mr. Kilgore then asked Tom Smith to speak to the Barbour/Meyers Portabago Creek easement of 1,320 acres (#34). Mr. Smith said that this is a site that the Division of Natural Heritage has performed extensive field survey work on along with Fort A. P. Hill. Two years ago Natural Heritage found populations of federally protected plant, the small whorled pogonia, on the property. He would like to see that species listed in the conservation values so that the forest management on the property can be managed in concert with the presence of the species. Dr. Cutler asked if the Division of Natural Heritage can give a management prescription for

endangered or protected species at the same time as it notifies VOF of their existence so that appropriate language can be included in our easements. Mr. Smith responded that the Division's own easements do not usually include specific language in the deed. Estie Thomas added that the language protecting the species will be added to the easement as a "whereas" clause but that since she had only been notified the day before there had not been time to do so before the meeting. She also plans to consult with the Division of Natural Heritage on management language for the easement. Ms. Thomas continued to present the easement to the Board. She noted the very large size of the easement, that there are four parcels with no permanent dwellings. She further explained that the cell tower will be an existing tower at the time the easement is finalized. The easement will be purchased by the Trust for Public Lands and has the support of the surrounding Counties and Fort A. P. Hill. Ms. Imhoff moved for approval as presented, Dr. Cutler seconded, and the motion was passed unanimously.

Next, Sherry Buttrick presented the DeJarnette Hilltop Farm proposal of 157.9 acres (#35). Due to the Mr. Fisher's objection to language in the extinguishment provision, Mr. Hartz recommended deferring approval of the easement until the next day's Board meeting to give staff and the donor's lawyers time to work out the changes of language, Mr. Walker seconded, and the motion passed unanimously.

The Nichols/Peck easement of 82.4 acres (#36) was tabled while waiting for title confirmation.

Leslie Grayson presented the Ridder/Andrews Trustees Wind Rush Farm of 255 acres (#37) and recommended approval. Mr. Hartz moved for approval as presented, Dr. Cutler seconded, and the motion passed unanimously.

Faye Cooper then presented the Wright property of 107 acres (#38). Ms. Imhoff moved to deny the easement due to the number of structures allowed on 107 acres, Mr. Walker seconded. Ms. Cooper explained that one of the structures is a barn apartment that is used as a trophy room and that the easement allows one additional secondary dwelling on 107 acres meets the VOF guidelines. The motion to deny failed by a vote of 4 to 2, Ms. Imhoff and Mr. Walker voted for denying the easement and Mr. Abel Smith, Mr. Hartz, Mr. Seilheimer, Dr. Cutler, and Mr. Kilgore voted against. Dr. Cutler then moved to approve the easement, Mr. Abel Smith seconded, and the motion passed with a vote of 4 to 2. Again, Ms. Imhoff and Mr. Walker voted against the approval of the easement and Mr. Abel Smith, Mr. Hartz, Mr. Seilheimer, Dr. Cutler, and Mr. Kilgore voted for the approval.

Agenda item #52 was then considered out of order to accommodate the owner of the property, Frederick S. Middleton, III, Executive Director of the Southern Environmental Law Center. Mr. Kilgore introduced Mr. Middleton and turned the floor over to him to speak about the work he does and his easement. Afterward, Sherry Buttrick presented the easement and recommended approval. Mr. Hartz moved that the easement be approved, Mr. Walker seconded, and the motion passed unanimously.

The Board then moved to the Non-consent section of the agenda.

Sherry Buttrick presented the Bowen/Clay Hill Farm Land Trust of 64 acres (#39). She stated that she had the title work and recommended approval. Mr. Seilheimer moved to approve the easement, Mr. Walker seconded, and the motion passed unanimously.

Ms. Buttrick next presented the Goldsmith property of 279.9 acres (#40). Mr. Abel Smith moved that the easement be approved as presented, Dr. Cutler seconded, and the motions was approved unanimously.

Ms. Buttrick also presented the Goodall Mountain, LLC easement of 270 acres (#41) and recommended approval with the clarification that there would be no more than a total of six dwellings on the property at any one time. Mr. Seilheimer moved to approve as presented, Dr. Cutler seconded, and the motion passed unanimously.

Next to be considered was the Kluge Estate Winery and Vineyard, LLC – Ellerslie Farm (#42). Ms. Imhoff felt that the easement was not ready for a vote. The easement did not define the no-build area on the ridge of Carter’s Mountain or the “other permitted uses” of the Carriage Museum and pavilion buildings. Mr. Abel Smith agreed and stated that he would not vote on the easement as it was presented. Mr. Seilheimer added that he would like to see VOF approval on all future buildings. There was also concern over the size of the signage permitted. Mr. Hartz moved that the easement be deferred until the next Board meeting to allow time to resolve these issues, Ms. Imhoff seconded, and the motion passed unanimously.

At 12:41 pm, Ms. Imhoff made a motion for the Board to go into Closed Session pursuant to Virginia Code § 2.2-3711-7 regarding consultation with legal counsel pertaining to actual or probable litigation. Mr. Walker seconded and the motion was unanimously approved. At the end of the consultation, Mr. Hartz moved that the Board come out of Closed Session, Mr. Walker seconded, and the motion passed unanimously. A roll call vote was taken certifying that only exempted business was conducted during the closed session. Mr. Abel Smith voted yes, Dr. Cutler voted yes, Mr. Hartz voted yes, Ms. Imhoff voted yes, Mr. Seilheimer voted yes, Mr. Walker voted yes, Mr. Kilgore voted yes. NOTE: While in Closed Session Mr. Kilgore asked Ms. Imhoff to preside over the meeting while he left the room. Mr. Kilgore returned to the meeting and Ms. Imhoff continued to preside.

Mr. Seilheimer moved that Bob Lee and Leslie Grayson be given the authority to represent VOF in the final settlement of the Hauter/Bull Run Mountain lawsuit in consultation with the Office of the Attorney General, Mr. Hartz seconded, and the motion was passed unanimously.

The Board then resumed the agenda with item #43, the Nicholson Whiffletree Farm easement of 82 acres presented by Ms. Grayson. Mr. Seilheimer moved to approve the easement deleting the cell tower provision [restriction #6.(vii)], Ms. Imhoff seconded. Mr. Hartz asked Mr. Fisher if the Board could do that if cell towers were allowed by other easements. Mr. Fisher said that the Board could disallow a cell tower if it felt that the cell tower would be detrimental to the conservation value of the property. (The property is in the proposed Springs Valley Rural Historic District.) The Board voted unanimously to approve the easement deleting the cell tower.

Sherry Buttrick then presented the Poole holdings, LP property Locust Hill Farm of 125 acres (#44). She said this easement would be jointly held with the Virginia Department of Historic Resources and that the property is listed in the National Register of Historic Places. Mr. Seilheimer moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

Bill Wasserman then presented the proposed easement for the Town of Saltville – Saltville Battlefield property of 107 acres (#45). Mr. Seilheimer requested that the language “of usable space” be added to the 10,000 square feet building reference. Ms. Imhoff moved to approve the easement as amended, Dr. Cutler seconded, and the motion passed unanimously.

The Board then considered the Under 50 Acres proposals. Faye Cooper presented the Downey property of 33.8 acres (#47). She explained that the property holds a portion of the Chessie Trail, a popular hiking trail, and the owner allows public access to the Maury and South Rivers for canoeing and fishing. The County of Rockbridge Director of Planning, Sam Crickenberger, supports the easement. Mr. Seilheimer moved for the approval of the easement, Mr. Abel Smith seconded, and the motion passed unanimously.

Bill Wasserman then presented the Hobbs – Ely Indian Mound property of 31 acres (#48). He explained that the property is the site of the best example of a Mississippian Indian mound (one of two) in Virginia and the Lee County Administrator, D. Dane Poe, had written a letter in support of the easement. Mr. Seilheimer requested that the language “of usable space” be added to the 20,000 square feet. Mr. Hartz moved to approve the easement as amended, Mr. Walker seconded, and the motion passed unanimously.

Next Ruth Babylon presented the Martin property of 43 acres (#50) explaining that this property is the second property the Martin property proposed at the June 2005 meeting. The first was a 313 acre parcel approved in the Consent A block. Mr. Hartz moved to approve the 43 acre easement, Mr. Walker seconded, and the motion passed unanimously.

Sherry Buttrick then presented the McNeely property of 43 acres (#51) recommending approval. Mr. Seilheimer moved to approve as presented, Dr. Cutler seconded, and the motion passed unanimously.

Ms. Buttrick presented the Nelson/Byrd property of 15 acres (#53) explaining that the easement would allow no division and no secondary dwelling. Mr. Seilheimer moved that the easement be approved as presented, Mr. Walker seconded, and the motion passed unanimously.

Next Faye Cooper presented the Rinehart property of 38 acres (#54). The Board requested review of relocations of the permitted single family and secondary dwellings. Mr. Hartz moved that the easement as amended be approved, Dr. Cutler seconded, and the motion passed unanimously.

Sherry Buttrick then presented the Sponski – Tre Sorelle property of 31.7 acres (#55). She explained that this property is adjacent to the Poole Holdings property (#44) approved earlier. Because of adjacent property on the National Register of Historic Places, Mr. Seilheimer

requested that language be added to the easement requiring VOF approval for the replacement of the existing home or the addition of any new buildings and moved that the easement be approved with the additional language. Mr. Hartz seconded the motion and it passed unanimously as amended.

Ruth Babylon next presented the Woolridge property of 26 acres (#56) explaining that this property is surrounded by land owned by the Western Virginia Water Authority and drains into the Falling Creek and Beaverdam Reservoirs. The Water Authority and Bedford County support the easement. Mr. Walker moved to approve the easement as presented, Mr. Seilheimer seconded, and the motion passed unanimously.

The Board then considered the easements requesting Preservation Trust Fund (PTF) funds. Before considering the easements, Tamara Vance gave a brief history of the Preservation Trust Fund at the request of the Board.

Estie Thomas stated that the Baylor – Port Tobacco Farm proposal of 1,802 acres (#57) was approved in December of 2004 but since that time the owners had deleted the requested dwellings. This easement is a co-hold with The Nature Conservancy. Staff is requesting an additional \$300,000 to complete the project. Mr. Hartz moved to approve the easement, Mr. Seilheimer seconded, and the motion passed unanimously.

Ruth Babylon then presented the Haase proposal of 246.7 acres (#58) and explained that the Skyline Soil and Water Conservation District has been contacted as a possible co-holder for the easement. Mr. Hartz moved that the easement be approved as presented, Mr. Seilheimer seconded, and the motion passed unanimously.

Faye Cooper stated that agenda item #59, the Hepner easement of 130 acres, had been approved at the April 2005 meeting and was being presented at this time for funding only. This easement will be co-held with the Valley Conservation Council.

Leslie Trew then presented the Lamb request (#60) for funds only since the easement was approved by the Board in December of 2002. (The Virginia Department of Historic Resources holds an easement on the plantation house and outbuildings.)

Faye Cooper said that the Rosen request (#62) for survey costs of \$1,343 is in addition to the \$4,000 previously approved by the Board. (Valley Conservation Council co-holder)

The Board then approved the following PTF funds. For agenda item #57, Baylor – Port Tobacco Farm, Mr. Seilheimer moved to grant the \$300,000 requested, Dr. Cutler seconded, and the motion passed unanimously. Mr. Hartz moved that \$7,500 be granted to the Haases (#58), Mr. Seilheimer seconded, and the motion passed unanimously. Mr. Seilheimer moved that the Hepner proposal (co-holder VCC) be granted \$200,000, Mr. Walker seconded, and the motion passed unanimously. Item #60, the Lamb reconsideration was considered next. Mr. Seilheimer moved to grant \$4,000, Mr. Walker seconded, and the motion was carried with Mr. Hartz voting no. Mr. Walker moved that the Rosen's request of an additional \$1,343 be approved, Mr. Hartz

seconded, and the motion passed unanimously (\$4,000 was approved at the April 2005 Board meeting).

The Board then heard the following reconsiderations.

Ruth Babylon presented the Franklin Enterprises, LLC property of 168 acres (#63). Mr. Seilheimer moved approval, Mr. Walker seconded, and the motion passed unanimously.

Faye Cooper presented the Kaylor property of 220 acres (#64). Ms. Cooper handed out amended language for restrictions 7, 8, and 9 along with a boundary survey, contour map, and aerial photograph of the property. Mr. Walker moved that the easement be approved as amended, Dr. Cutler seconded, and the motion passed unanimously.

Leslie Grayson presented the Piedmont Environmental Council's proposals of 64 acres (#65) and 209 acres (#66) in Fauquier County together. These properties are part of an effort to protect the entire Ovoka farm property of 1,235 acres adjacent to Sky Meadows State Park. Mr. Seilheimer moved that both be approved, Mr. Abel Smith seconded, and the motion passed unanimously.

Ruth Babylon presented the Scheckler proposal of 32 acres (#67). Mr. Seilheimer moved to approve the easement as presented, Mr. Walker seconded, and the motion passed unanimously.

Co-hold properties were considered next. Estie Thomas presented the Chilton property of 19 acres (#68) in the Lancaster Court House Historic District. The Virginia Department of Historic Resources will act as co-holder. Dr. Cutler moved that the easement be approved, Mr. Walker seconded, and the motion passed unanimously.

Faye Cooper presented the co-hold proposal for the Erbach property of 100 acres (#69). The Shenandoah Valley Battlefield Foundation will act as co-holder. Mr. Seilheimer moved that the easement be approved, Mr. Walker seconded, and the motion passed unanimously.

Ms. Buttrick then told the Board that the title work had been received on the Peck easement of 82.4 acres (#36) and it was then considered. Ms. Buttrick presented the proposal and recommended approval. The Board suggested that the language in the restrictions section for 6.(iii) be amended to state that the bridge could be replaced so as not to impede the free flow of the river. Mr. Hartz moved that the proposal be approved as amended, Mr. Seilheimer seconded, and the motion passed unanimously.

Amendments were then considered by the Board. Leslie Trew presented a proposal from the City of Fredericksburg for discussion (#70).

Leslie Grayson presented the proposed Horning amended easement adding 103 acres (#71) and also pointed out the inclusion of language suggested by the County that clearly states that no building may be constructed which does not conform to the current Rappahannock County Code. This additional language was suggested as an addition to the VOF easement template. Mr. Seilheimer moved to approve the amended easement, Mr. Abel Smith seconded, and the motion passed unanimously.

Mr. Seilheimer removed himself from the room while Sherry Buttrick presented the Town of Orange – Chatter Island easement (#72) due to previous participation in the Chatter Island project. Dr. Cutler moved that the proposal be approved, Mr. Walker seconded, and the motion passed unanimously with Mr. Seilheimer abstaining.

Ms. Buttrick then presented the amended consolidated easement for Dr. Harold Young's property of a total of 441.8 acres. Mr. Hartz moved to approve the amended easement, Mr. Seilheimer seconded, and the motion passed unanimously.

This also being the last day of FY05, the Board then considered the adoption of the proposed FY06 budget. Mr. Abel Smith moved that the FY06 budget be approved as presented, Mr. Walker seconded, and the motion passed unanimously. (See attachment #1.)

Mr. Kilgore then asked Mr. Fisher to join him at the head of the table where he presented Mr. Fisher a proclamation expressing the appreciation of the Virginia Outdoors Foundation for his years of service and counsel.

At 5:30 p.m. Mr. Walker moved to adjourn, Dr. Cutler seconded, and the motion passed unanimously.

DRAFT MINUTES
VIRGINIA OUTDOORS FOUNDATION
REGULAR MEETING OF THE BOARD OF TRUSTEES
THE JEFFERSON LIBRARY
BERKELEY ROOM
JULY 1, 2005 10:00 AM

Trustees present: Chairman, Mr. Frank Kilgore, presiding; Dr. M. Rupert Cutler; Mr. Frank M. Hartz; Ms. Kat Imhoff; Mr. Charles H. Seilheimer, Jr.; and Mr. Jeffery K. Walker.

VOF staff attending: G. Robert Lee, Executive Director; Ms. Tamara Vance, Deputy Director; Ms. Leslie Grayson, Deputy Director; Ms. Trisha Cleary, Executive Assistant; Ms. Anna Chisholm, Finance and HR Manager; Ms. Sherry Buttrick, Easement Specialist; Ms. Leslie Trew, Easement Specialist; and Sara Ensley, Intern.

Also in attendance were Mr. Frederick S. Fisher, Senior Assistant to the Attorney General; Rex Linville, PEC; and Sarah Richardson, Manager, DCR Office of Land Conservation.

Mr. Kilgore called the meeting to order at 10:25 a.m. Bob Lee introduced Sarah Richardson, the new Land Conservation Officer for DCR.

Leslie Grayson and Sherry Buttrick presented to the Board staff's recommendations for changes in the Easement Guidelines. After a discussion, the following changes were adopted in concept subject to working refinement by staff. The additional language in the introductory paragraph was moved for approval by Dr. Cutler, seconded by Mr. Walker, and passed unanimously. (See attachment #10.)

Section I. B. first bullet point changed to read, "The environmental characteristics of the property, including the existence of wetlands, riparian corridors, wildlife habitat, biological diversity, unique species, historic resources, ~~prime~~ agricultural *and forested* lands, scenic resources unique geological features, *watersheds* or critical slopes;" (italicized words added).

Section II. A. fifth bullet point changed to read, "For properties of 300 *to 500 acres*, average density of at least 100 acres per parcel, i.e. 400+ acres = maximum of four (4) parcels; *properties 500 acres = maximum of five (5) parcels + additional parcels on a sliding scale of one parcel for each additional 200 acres, i.e. 800+ acres = maximum of six (6) parcels and 1,000+ acres = maximum of seven (7) parcels.*

Section II. C. language to be added to first bullet point, "*Dwellings exceeding 4,500 square feet in living area may require prior written approval for siting and location;*"

Section II. C. language to be added to second bullet point, "*where allowed by county code*" after duplex apartments and the size of secondary dwellings will not exceed 2,000 square feet of enclosed living area "*except by written approval of grantee*". *The number of secondary dwellings generally allocated to an easement property will be on the basis on one per 100 acres.*

Mr. Seilheimer moved that the additions and amendments to the Easement Guidelines be approved for immediate distribution and further public comment, Mr. Walker seconded, and the motion passed unanimously.

The Board also requested that easement template language on cell tower technology and riparian buffers be reevaluated and brought back for their consideration at the next Board meeting.

Mr. Kilgore suggested that language from the current template be required rather than optional for donors to be responsible for attorney fees if easement have to be enforced through litigation. Mr. Seilheimer so moved, Dr. Cutler seconded, and the motion passed unanimously.

Mr. Fisher reported that he had received acceptable substitute language for the extinguishment provision for the deJarnette proposal from C. T. Lindstrom, attorney for deJarnette. The Board reconsidered and approved the amended deJarnette easement proposal.

Mr. Lee then presented the other resolutions for the Board's consideration.

Mr. Seilheimer moved that the resolution to repeal the 1993 bylaws and to adopt the new bylaws as presented be approved, Mr. Walker seconded, and the motion passed unanimously. (See attachment #2.)

Dr. Cutler moved the revised compensatory leave policy be adopted, Mr. Hartz seconded, and the motion passed unanimously. (See attachment #3.)

Mr. Seilheimer moved to approve the travel policy, Mr. Walker seconded, and the motion passed unanimously. (See attachment #4.)

Mr. Hartz moved to include the "advance notification of transfer" language in the easement template, Dr. Cutler seconded, and the motion passed unanimously. (See attachment #5.)

Mr. Seilheimer moved to approve authorizing the Executive Director to buy down accumulated annual leave, Mr. Hartz seconded, and the motion passed unanimously. (See attachment #6.)

Dr. Cutler moved to approve the buy down of Leslie Grayson's accumulated annual leave, Mr. Walker seconded, and the motion passed unanimously. (See attachment #7.)

Mr. Seilheimer moved to pay for title insurance on the Phillips Farm easement, Mr. Walker seconded, and the motion passed unanimously. (See attachment #8.)

Mr. Hartz moved to deny the request of Mr. William Couzens to include restrictions on pesticide use in his conservation easement, Dr. Cutler seconded, and the motion passed unanimously. (See attachment #9.)

Mr. Lee then briefed the Board on the steps taken to correct issues identified in the Auditor of Public Accounts audit report for July 1, 2003 through December 31, 2004.

At 1:30 p.m. Mr. Walker moved to adjourn, Mr. Hartz seconded, and the motion passed unanimously.

Respectfully submitted,

Patricia A. Cleary
Executive Assistant
Virginia Outdoors Foundation

RESOLUTION

A RESOLUTION TO ADOPT THE FISCAL YEAR (FY) 2006 VIRGINIA
OUTDOORS FOUNDATION BUDGET

WHEREAS, the fiscal year for the Virginia Outdoors Foundation (VOF) is 1 July through 30 June; and

WHEREAS, a fiscal year Budget is developed and adopted to provide planning and program guidance to the VOF Board of Trustees and the VOF Management Team; and

WHEREAS, Budget calculations are developed from the best available information before the commencement of a new fiscal year; and

WHEREAS, line items in the budget are for planning and program allocation purposes and actual expenditures may vary from adopted Budget projections as long as total expenses do not exceed available revenues; and

WHEREAS, the Executive Director, in consultation with other members of the VOF Management Team, has prepared and submitted a Proposed Budget for Fiscal Year 2006; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 30th day of June 2005, That the VOF Budget for Fiscal Year 2006 be, and is hereby, adopted as follows:

TOTAL BUDGET SUMMARY

	Final Approved Budget FY05	Projected End of Year Totals* FY05		Proposed Budget FY06	
Revenues:					
Land Conservation Program	\$90,562.00	\$89,988.00		\$56,000.00	
Interest Income (LGIP-PTF)	\$13,000.00	\$0.00		\$0.00	
Interest Income (LGIP-VOF)	\$26,900.00	\$34,000.00		\$71,513.00	
Proceeds from Recordation fee	\$960,000.00	\$960,000.00		\$975,000.00	
State Appropriation	\$1,300,000.00	\$1,300,000.00		\$1,300,000.00	
Aldie Mill Project	\$70,035.00	\$67,835.00		\$1,750.00	
Owned Lands Projects	\$12,100.00	\$12,100.00			4
Capital Income Transactions	\$650.00	\$650.00	1		
Total Revenues	\$2,473,247.00	\$2,464,573.00		\$2,404,263.00	
Expenses:					
Land Conservation Program	\$1,287,602.31	\$1,067,848.00		\$3,303,939.00	
Aldie Mill Project	\$124,494.58	\$117,800.00		\$33,263.00	
Owned Lands Projects	\$42,284.06	\$10,997.00			4
Capital Expenditures	\$182,000.00	\$89,272.00		\$259,000.00	
Reserve for Contingency	\$880,333.23	\$1,191,939.00	2		
Total Expenses	\$2,516,714.18	\$2,477,856.00		\$3,596,202.00	
Carryforwards from previous yrs/ FY05 Contingency Reserve	(\$43,467.18)	-\$13,283.00		-\$1,191,939.00	
	\$43,467.18	\$13,283.00	3	\$1,191,939.00	5
	\$0.00	\$0.00		\$0.00	

* Estimates based on actual figures thru May 31st.

- 1- Sold 1985 Dodge Truck, poor condition
- 2- The "Reserve for Contingency" resulted from the unexpected \$800,000 general fund appropriation in FY05.
- 3- Funds from Ely property sale earmarked for salary costs in far SWVA, fully expended FY05.
- 4- FY06, "Owned Lands" combined with "Easement Program" to form "Land Conservaton Program".
- 5- The reserve not used in FY05, fully expended in FY06.

VIRGINIA OUTDOORS FOUNDATION

Proposed FY2006 BUDGET

LAND CONSERVATION PROGRAM

	Final Approved Budget FY05	Projected End of Year Totals* FY05	Proposed Budget FY06	
Revenues:				
Contributions & Grants	\$90,000.00	\$89,500.00	\$50,000.00	6
FY05 LGIP Reserve			\$1,191,939.00	
Interest Income LGIP- VOF			\$40,000.00	7
Interest Income LGIP- PTF	\$13,000.00	\$0.00	\$0.00	
Proceeds from Recordation fee	\$960,000.00	\$960,000.00	\$975,000.00	
State Appropriation	\$1,300,000.00	\$1,300,000.00	\$1,300,000.00	
Transfer from Capital Budget	\$13,283.12	\$13,283.00	\$0.00	1
Cabin Rental Income	\$12,000.00	\$12,000.00	\$6,000.00	8
Miscellaneous Income	\$562.00	\$588.00	\$0.00	2
Total Revenues	\$2,388,845.12	\$2,375,371.00	\$3,562,939.00	
Expenses:				
Salaries,Benefits, Taxes	\$999,702.31	\$850,000.00	\$1,567,883.00	
Travel	\$42,000.00	\$40,000.00	\$70,000.00	
Staff Training	\$10,000.00	\$9,500.00	\$15,000.00	
Rent	\$27,700.00	\$26,000.00	\$47,100.00	
Insurance	\$3,500.00	\$3,500.00	\$7,000.00	
Professional Services	\$25,000.00	\$20,397.00	\$87,000.00	3
Info. Technologies Services/Consulting	\$46,000.00	\$26,409.00	\$195,000.00	4
Publications	\$22,500.00	\$3,281.00	\$22,500.00	
Mem. & Subscrip.	\$2,500.00	\$2,152.00	\$2,500.00	
Administrative/Office Expenses	\$40,000.00	\$45,000.00	\$75,000.00	
Postage & Delivery	\$9,000.00	\$7,971.00	\$12,000.00	
Telephone	\$28,000.00	\$24,000.00	\$44,000.00	
Utilities	\$6,200.00	\$7,300.00	\$15,000.00	5
Repairs/Maintenance (Veh. & Comp.)	\$6,500.00	\$2,200.00	\$6,500.00	
Easement Specific Costs	\$7,500.00	\$7,500.00	\$7,500.00	
Easement Signs	\$7,500.00	\$0.00	\$16,000.00	
VOF Property Maintenance	\$25,073.06	\$3,635.00	\$10,500.00	
VEE Mini Grants Program		\$0.00	\$70,000.00	9
Survey Fund			\$100,000.00	
Stewardship Defense Fund			\$933,456.00	
Total Expenses	\$1,308,675.37	\$1,078,845.00	\$3,303,939.00	
Capital Expenditures	\$181,350.00	\$88,622.00	\$259,000.00	
Transfer to Aldie Mill Budget	\$27,559.58	\$15,965.00		
Transfer to LGIP Fund (Reserve)	\$871,260.17	\$1,191,939.00	\$0.00	
	\$0.00	\$0.00	\$0.00	

1- Proceeds from Ely property sale earmarked for salary costs in far SWVA, fully expended.

2- Refund of tax on 1990 vehicle purchase, fees for extra board packets.

3- Includes legal costs for Bull Run Partition Suit and network/computer consulting.

4- Software, database, website upgrades and the switch to VITA hosted email.

5- Maintaining utilities in old NOVA office and new WAR in FY05 higher than estimated.

6- Includes \$35,000 VEE matching grant funds.

7- Total yearly interest estimated at \$72,000; a portion is shown on Aldie Mill project budget.

8- The planned extensive renovations will prevent rental of the cabins for most of the year.

9- Includes \$35,000 expense as matching funds to VEE grant.

VIRGINIA OUTDOORS FOUNDATION

Proposed FY2006 BUDGET

ALDIE MILL PROJECT

	Final Approved Budget FY05	Projected End of Year Totals* FY05	Proposed Budget FY06**
REVENUE:			
Contributions and Grants	\$1,000.00	\$1,000.00	
Friends Membership program	\$100.00	\$100.00	
Museum Shop Sales	\$6,500.00	\$6,500.00	\$500.00
Harvest Festival	\$1,510.00	\$1,510.00	\$1,000.00
Art Show Income	\$56,000.00	\$54,000.00	
Admission Fees & Donations	\$2,600.00	\$2,400.00	\$250.00
Mill Rental	\$2,325.00	\$2,325.00	
LGIP Interest	\$26,900.00	\$34,000.00	\$31,513.00
Transfer from LGIP acct.	\$27,559.58	\$15,965.00	
Total Revenues	\$124,494.58	\$117,800.00	\$33,263.00
EXPENSES:			
Salaries/benefits/FICA	\$59,915.58	\$60,000.00	\$26,708.00
Travel	\$0.00		
Staff Training/Volunteer prog.	\$0.00		
Insurance	\$200.00		
Professional Services	\$0.00		
Printing	\$0.00		
Memberships & Subs.	\$350.00	\$450.00	
Friends Program	\$0.00		
Administrative	\$3,000.00	\$3,050.00	\$1,000.00
Postage & Mailing	\$532.00	\$500.00	\$150.00
Utilities	\$3,200.00	\$3,200.00	\$1,500.00
Telephone	\$4,200.00	\$4,000.00	\$1,200.00
Maintenance	\$10,000.00	\$3,500.00	\$2,500.00
Purchases for Sales	\$718.00	\$720.00	
Misc.	\$0.00		
Sales Expenses	\$250.00	\$250.00	\$75.00
Harvest Festival	\$129.00	\$130.00	\$130.00
Art Show Expenses	\$42,000.00	\$42,000.00	
Capital Expenditures	\$0.00	\$0.00	
Total Expenses	\$124,494.58	\$117,800.00	\$33,263.00
	\$0.00	\$0.00	\$0.00
	\$0.00		

** Budgeted through Oct 31st only.

VIRGINIA OUTDOORS FOUNDATION

Summary of Aldie Mill Fund Balances	
<p>General Assembly Grant: Received: FY2001 \$114,850.00 FY2002 \$114,850.00 <hr/> Subtotal \$229,700.00</p> <p>Spent: FY2001 (\$41,488.09) FY2002 (\$112,198.35) FY2003 (\$6,953.64) FY2004 (\$2,083.49) FY2005 (\$44,113.75) <hr/> Total (\$206,837.32)</p> <p>Remaining Grant: \$22,862.68</p>	<p>TOT Grant: Received: FY2002 \$23,470.00 Restricted \$10,000.00 (video-total) \$13,470.00 (brochure)</p> <p>Spent: FY2002 (\$6,333.33) (video-dnprmt) Spent: FY2003 (\$3,666.67) (video) (\$7,045.00) (brochure) <hr/> Total: (\$17,045.00)</p> <p>Remaining Grant: \$6,425.00 (brochure) Spent: FY2005 (\$2,600.00)</p> <p>Remaining Grant: \$3,825.00</p> <p>Received: FY2003 \$7,500.00 (signs) Spent: FY2005 (\$3,000.00)</p> <p>Remaining Grant: \$4,500.00</p> <p>Total Aldie Mill Fund Balances: \$52,739.18</p>
<p>ChiChester Dupont Grant: earmarked for Education Curriculum Received: FY2000 \$25,000.00</p> <p>Spent: FY01 \$500.00 FY04 \$556.00 FY05 \$2,392.50 <hr/> Total: \$3,448.50</p> <p>Remaining Grant: \$21,551.50</p>	<p>We anticipate completing all of the above ongoing projects within the next 3 months and using all or substantially all of the related grant funds.</p>

CAPITAL EXPENDITURES

	Final Approved Budget FY05	Projected End of Year Totals* FY05
Revenues:		
Transfer from Esmt Operating Budget	\$181,350.00	\$88,622.00
Ely Proceeds Reserved for SWVA	\$13,283.12	\$13,283.12
Land Sales	\$0.00	\$0.00
Equipment Sales	\$650.00	\$650.00
Total Revenues	\$195,283.12	\$102,555.12
Capital Expenditures:		
Office machines/ furniture	\$20,000.00	\$9,805.00
Computers/peripherals	\$74,000.00	\$54,562.00
Vehicles (4)	\$88,000.00	\$24,905.00
SWVA Salary Costs	13283.12	\$13,283.12
Total	\$195,283.12	\$102,555.12
	\$0.00	\$0.00

Detailed FY06 Capital Expenditures:		
Office machines/ furniture	\$31,500.00	1
Computers/peripherals	\$64,500.00	2
Cabin Improvements	\$75,000.00	3
Vehicles (4)	\$88,000.00	4
Total	\$259,000.00	
Other Possible Capital Transactions:	Income:	
Land Sale- Colony property	\$12-20,000 net of costs	

- 1- Set up 2 new offices and substantially increase Cvl office along with accessories for new staff in several offices.
- 2- Ongoing upgrades and equipment for up to 12 new staff.
- 3- Extensive renovations to three "rustic" cabins owned by VOF in the Bull Run Mt. area.
- 4- 4 new vehicles for easement travel.

ADOPTED by a vote of 6 to 0.

A handwritten signature in blue ink, appearing to read "G. Robert Lee", is written above a solid horizontal line.

ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO REPEAL THE 1993 BYLAWS OF THE VIRGINIA OUTDOORS FOUNDATION AND TO ADOPT NEW BYLAWS

WHEREAS, the current Bylaws of the Virginia Outdoors Foundation (VOF) were adopted in 1993; and

WHEREAS, Section 10.1-1800 et. Seq. of the Code of Virginia has been amended since the adoption of the aforesaid Bylaws and the State Treasurer no longer serves on the VOF Board of Trustees in an ex officio capacity; and

WHEREAS, several other minor amendments to the Bylaws seem to be appropriate and warranted; and now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this first day of July 2005, That the Bylaws of the Board adopted on October 5, 1993, be, and are hereby, repealed; and, be it

RESOLVED FURTHER, That revised Bylaws for the Virginia Outdoors Foundation Board of Trustees be, and are hereby, adopted as follows:

VIRGINIA OUTDOORS FOUNDATION
BYLAWS

ARTICLE I NAME

The name of this organization is the Virginia Outdoors Foundation, hereinafter referred to as the "Foundation".

ARTICLE II AUTHORIZATION

The Foundation was established pursuant to Title 10.1, Chapter 18, Sections 10.1-1800 to 10.1-1804 of the Code of Virginia (1950) as amended, hereinafter referred to as the "Code".

ARTICLE III MISSION

The Virginia Outdoors Foundation uses private philanthropy and public support to conserve and protect Virginia's scenic, scientific, natural, historic, recreational and open-space areas for the benefit of the public.

ARTICLE IV BOARD OF TRUSTEES

Section 1 The Foundation is governed and administered by a Board of Trustees, hereinafter referred to as the "Board".

- Section 2 Membership
- A. The Board of Trustees consists of seven trustees-at-large appointed by the Governor for four year terms pursuant to §10.1-1800 of the Code.
 - B. No Trustee-at-large shall serve more than two consecutive four-year terms.

Section 3 Powers and Duties
The Board shall exercise all of the powers of the Foundation set forth in §§10.1-1800 through 10.1-1804, §§10.1-1700 through 10.1-1705, and as otherwise provided by law.

Section 4 Reimbursement of Expenses
The Trustees shall be reimbursed pursuant to applicable state law and reimbursement regulations for actual expenses incurred in the discharge of their duties.

Section 5 Conflict of Interest
The Trustees are subject to Virginia Conflict of Interest statutes and regulations and the Board may adopt a Code of Ethics.

ARTICLE V OFFICERS

- Section 1 Chairman
- A. The Chairman is appointed by the Governor from among the seven trustees-at-large.
 - B. The Chairman shall preside at all meetings of the Board at which s/he is present and may vote as any other member. S/he may appoint committees and call special meetings as required and shall in general act as the Foundation's spokesman and perform such other duties as it may direct.
 - C. In the absence of the Chairman at a meeting, the Trustees present shall elect an acting Chairman.

- Section 2 Staff
- A. The Board shall appoint an Executive Director to carry out the business of the Foundation.
 - B. The Executive Director shall have such duties as are prescribed by the Board.

ARTICLE VI MEETINGS

Section 1 Regular Meetings
The Board shall determine the times and places of its regular meetings. There shall be at least four meetings each year.

Section 2 Special Meetings.

Special Meetings may be called by the Chairman at his/her discretion or by two of the other Trustees. Notice must be given to all Trustees in writing or by telephone stating the time, place, and purpose of the special meeting.

Section 3

Notice

- A. Notice of all Regular Meetings will be published in the Virginia Register and on the Virginia Regulatory Town Hall website.
- B. Notice of Special Meetings will be provided to those who have requested notice of meetings under the Virginia Freedom of Information Act at the same time and in the same manner as the Trustees are notified.

ARTICLE VII QUORUM

A majority of the Trustees serving at any one time shall constitute a quorum.

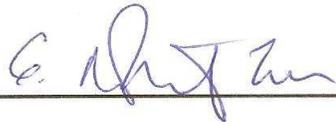
ARTICLE VIII PROCEDURE

Roberts Rules of Order will be used to determine questions of procedure.

ARTICLE IX AMENDMENTS

These Bylaws may be amended at any regular meeting provided that the Trustees are notified of the nature and effect of any proposed amendment in advance of the meeting.

ADOPTED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO ADOPT A REVISED COMPENSATORY LEAVE POLICY FOR
THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, the Virginia Outdoors Foundation (VOF) has operated under a compensatory leave policy that was complex and difficult for employees to apply; and

WHEREAS, there are instances where employees incorrectly calculated compensatory leave; and

WHEREAS, an audit of VOF by the Auditor of Public Accounts recommended that VOF consider ways to simplify and automate the tracking of the compensatory leave; and

WHEREAS, VOF has begun work on establishing a Human Resources Manual with the help of the Human Resources Director at the Department of Conservation and Recreation; and

WHEREAS, it was established that a revised compensatory leave policy was a high priority for VOF; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 1st day of July 2005, That a revised compensatory leave policy be, and is hereby, as follows:

Compensatory Leave Policy

Objective:

To provide employees of the Virginia Outdoors Foundation (VOF) paid leave as compensation for additional hours worked during specific times.

Purpose:

The purpose of compensatory leave is to compensate an employee who has worked additional hours in a workweek, having worked an official office closing day, a holiday, or a scheduled day off, or when a holiday falls on an employee's scheduled day off. Accrued compensatory leave may be used to provide paid time off from work for any purpose. VOF shall attempt to approve an employee's request to use compensatory leave as long as the request is practicable and does not adversely affect the agency's operations.

Application:

This policy applies to both Exempt and Non-exempt employees of VOF.

A. Exempt employee: An employee who is not subject to the overtime provisions of the Fair Labor Standards Act.

B. Non-exempt employee: An employee who is subject to the overtime provisions of the Fair Labor Standards Act.

Accrual of Compensatory Leave:

Employees of VOF may earn compensatory leave on an hour-for-hour basis. Accrued compensatory leave lapses within 12 months from the date it is earned.

Compensatory Leave for Non-Exempt Employees:

A non-exempt employee is eligible to earn compensatory leave only when the hours worked in a workweek are forty hours or less. If a non-exempt employee works more than forty hours, the Overtime Leave policy applies.

Example:

A non-exempt employee who works ten hours on Monday, calls in sick on Tuesday, and works eight hours on Wednesday, Thursday, and Friday will receive two hours of compensatory leave for the extra hours worked on Monday, rather than overtime leave, because the employee did not actually work over 40 hours during the workweek.

To earn compensatory leave, a non-exempt employee must be required by the VOF Executive Director or his/her designee to work:

1. Additional hours in a workweek in which the employee has taken a holiday or leave, but has worked no more than 40 hours;
2. on a holiday; or
3. on a scheduled day off.

Compensatory Leave for Exempt Employees:

An exempt employee will earn compensatory leave when required by the VOF Executive Director or his/her designee to work:

1. On a holiday; or
2. when the employee is required by the agency head or his/her designee to work more hours in a workweek than the agency head or his/her designee believes is reasonably expected for the accomplishment of the position's duties.

The requirement to work additional hours must be specifically authorized by the VOF Executive Director or his/her designee. General or blanket authorizations for an exempt employee to work beyond his or her regularly-scheduled hours shall not be the basis for earning compensatory leave. Additional work hours are intended only to relieve specific peak workload needs and shall not be authorized to provide for continuous workload requirements. Additional work hours do not include extra hours that an exempt employee independently determines is necessary to carry out his or her job responsibilities.

Authorization:

Compensatory leave must be authorized in writing by the VOF Executive Director or his/her designee. Compensatory leave should be authorized before the employee works the hours that result in compensatory leave. However, if emergency conditions exist which make it impossible to authorize compensatory leave before it is earned; written authorization should be prepared as soon as possible, thereafter.

Payment of Compensatory Leave:

An employee shall be paid in lump sum for his or her accrued compensatory leave when the employee leaves VOF by resignation, retirement, layoff, termination, or death. Payment upon an employee's death shall be made to the Administrator or Executor/Executrix. If there is no Administrator or Executor of the employee's estate, payments shall go to the surviving spouse, or if none, to the next of kin. Payment may be held by VOF for 60 days.

VOF may allow employees to retain their accrued compensatory leave, or such leave may be paid in a lump sum when employees are placed on voluntary leave without pay (not layoff) for at least three months.

ADOPTED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO ADOPT A WRITTEN TRAVEL POLICY FOR THE VIRGINIA OUTDOORS FOUNDATION

WHEREAS, the Virginia Outdoors Foundation (VOF) has not had a written policy pertaining to business travel; and

WHEREAS, an audit of VOF by the Auditor of Public Accounts recommended that VOF establish a comprehensive written policies and procedures manual; and

WHEREAS, VOF has begun work on establishing a Human Resources Manual with the help of the Human Resources Director at the Department of Conservation and Recreation; and

WHEREAS, it was established that a written travel policy was a high priority for VOF; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 1st day of July 2005, That a new written travel policy be, and is hereby, adopted as follows:

TRAVEL POLICY

Travel expense in excess of \$500 for any one trip must be approved in advance by the Executive Director.

Meals for business travel are reimbursable and should not be charged to the VOF small purchase credit cards. Typically, individual lunches associated w/ in-state travel are not reimbursable; however, reimbursement requests may be made if a compelling and documented reason exists for lunch reimbursement. Working staff lunches (4 or more

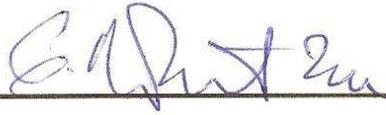
which the expenses occurred. Travel reimbursements not submitted in the same month in which travel was completed will be approved only by exception by the Executive Director. Travel expense reimbursement forms, like monthly timesheets, must be signed by both the employee and the immediate supervisor.

The VOF credit card may be used for air or other public transport fares (for out-of-state approved travel), car rental (insurance reasons), fuel for a rental vehicle, and lodging (preferential government rates). Lodging expenses must be necessary and reasonable. Reimbursable meal expenditures must also be necessary and reasonable. Rental vehicle

and other public transport expenses must be necessary and reasonable and rental of a vehicle where total trip mileage is less than 100 miles is discouraged.

The state Voyager gas credit card (as opposed to the VOF small purchases credit card) should be used for fuel whenever possible for VOF owned vehicles.

ADOPTED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO REQUIRE ADVANCE NOTIFICATION OF TRANSFER OF REAL PROPERTIES WITH A VIRGINIA OUTDOORS FOUNDATION EASEMENT

WHEREAS, the Board of Trustees of the Virginia Outdoors Foundation (VOF), in meeting assembled on 7 April 2005, determined that easement stewardship would be improved if the Deed of Easement required advance notice of transfer or sale of real property subject to conservation easement; and

WHEREAS, the typical Deed instrument that transfers property subject to a conservation easement does not include the text of the easement, but rather simply notes the easement by reference to Deed Book and page numbers; and

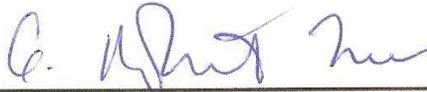
WHEREAS, new owners of property with VOF easements may not be familiar with the terms of the easement or may not even be aware of the easement unless or until a copy of the easement is provided by VOF; and

WHEREAS, the requirement for notification to VOF of a pending sale of real property subject to easement before closing would permit VOF to proactively provide a copy of the relevant easement prior to the completion of the sale of the real property; and now, therefore, be it

RESOLVED, by the Board of Trustees of the Virginia Outdoors Foundation, this 30th day of June 2005, That the VOF template for Deeds of Easement be, and is hereby, amended to include language as follows:

The Grantor shall notify the Grantee in writing by certified mail, return receipt required, at least thirty (30) days prior to closing on any proposed transfer or sale of the Property. No deed conveying any interest in the Property shall be effective unless this easement is referenced therein by deed book and page number, or other appropriate reference. This notice of transfer clause, in its entirety, shall be carried forward in all subsequent conveyances.

ADOPTED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO AUTHORIZE THE EXECUTIVE DIRECTOR TO
COMPENSATE EMPLOYEES FOR A PORTION OF ACCUMULATED ANNUAL
LEAVE

WHEREAS, the Virginia Outdoors Foundation (VOF) has adopted an annual leave policy that imposes a cap on accumulated annual leave at 320 hours; and

WHEREAS, VOF has taken more easements in the last five years than in the previous 34 years of the existence of the Foundation and workloads may require employees to choose between using annual leave and timely completion of important land conservation work for the benefit of the citizens of Virginia; and

WHEREAS, workload indices may continue to preclude professional employees from taking accumulated leave time before reaching the 320 hour annual leave cap; and

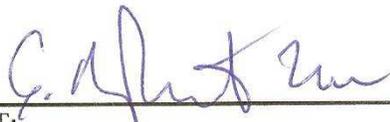
WHEREAS, a compensated employer discretionary periodic buy-down of annual leave may be an acceptable procedure to deal with the aforesaid workload/annual leave conflict; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees this 1st day of July 2005, That the VOF Executive Director be, and is hereby, authorized to buy-down annual leave for VOF employees to achieve a level of accumulation of annual leave of not less than 200 hours; and, be it

RESOLVED FURTHER, That the Executive Director shall not implement this authority unless and until a determination is made that funds are available for the leave buy-down at employees' current hourly rates at the time of buy-down; and, be it

RESOLVED FINALLY, That annual leave buy-down is a discretionary prerogative of the employer (VOF).

ADOPTED by a vote of 5 to 0.



ATTEST:
G. Robert Lee, Executive Director

RESOLUTION

A RESOLUTION TO COMPENSATE LESLIE GRAYSON FOR ACCUMULATED LEAVE

WHEREAS, Leslie Grayson is the senior employee of the Virginia Outdoors Foundation (VOF) in terms of years of service; and

WHEREAS, when VOF established written policies pertaining to leave, including accumulation caps, Leslie Grayson had accrued leave well in excess of the new cap of 320 hours; and

WHEREAS, Leslie Grayson was assured by the VOF Executive Director, the Board of Trustees concurring, that Ms. Grayson would be held harmless for excess leave accumulated before the cap was imposed; and

WHEREAS, Leslie Grayson has not earned additional annual leave for a number of years because her leave balance continued to exceed the cap of 320 hours; and

WHEREAS, Leslie Grayson consistently exhibits total professional dedication to VOF that precludes her drawing down accumulated leave in the face of demanding workloads; and

WHEREAS, Leslie Grayson's professional dedication has resulted in the loss of considerable leave that would have been accumulated over several years since the leave cap was imposed; and

WHEREAS, payment for 'grandfathered' leave in excess of the 320 hour cap would partially compensate Leslie Grayson for her past and continuing professional and personal sacrifices on behalf of VOF; now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 1st day of July 2005, That the VOF Executive Director be, and is hereby, directed to compensate Leslie Grayson, at her current hourly rate of pay, for all excess annual leave, above the 320 cap, that she had accumulated when the cap was imposed.

In April 2002, Leslie Grayson had accumulated a total of 476 hours of annual leave. The proposed resolution would purchase 156 hours of her leave at an hourly rate of \$25.94 in order to bring her leave balance down to the maximum limit of 320 hours. The total cost would be \$4,046.64.

ADOPTED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

Memorandum

To: VOF Trustees

From: Leslie H. Grayson

Date: June 9, 2005

Re: **Request to pay for title insurance on Phillips Farm easement project**

Background: The Waterford Foundation is the owner and donor of an easement to VOF on the Phillips Farm property. Phillips Farm is 144 acre farm adjacent to the village of Waterford, a National Historic Landmark District. The easement was completed on May 23, 2005 and celebrated by public ceremony. An additional ceremony is scheduled for July 5th with USDA and politicians.

Situation: The Phillips Farm property was acquired by Waterford Foundation from a developer in 2003 for \$3,852,000. The easement appraised at \$1.6 million. Partial purchase of easement was accomplished with a USDA Farmland Preservation grant of \$800,000 matched with a TEA-21 grant of \$600,000 which was fronted by Loudoun County on behalf of VOF as project sponsor. The balance (\$200,000) was treated as contribution by Waterford Foundation as landowner. The Waterford Foundation had obtained a loan from the Virginia Resources Authority, Administrator of the Virginia Water Facilities Revolving Fund (referred to as the VRA) in order to initially buy the property and the loan authority required that the entire \$1.4 million in easement purchase be used to pay down the loan at settlement. This left no money to cover the cost of title insurance for the easement in amount of \$4,501.33.

Recommendation:

Staff recommends that VOF allocate \$4,501.33 in funds to cover the cost of title insurance for the 1.4 million dollar easement. VOF was an essential partner and the "cooperating agency" and primary easement holder in this project but did not actually put up any money itself. The cost of title insurance seems a small cost for obtaining this easement and well worth it. This is a truly significant property and a major project for VOF and its partners.

ADOPTED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

Memorandum

To: VOF Trustees

From: Leslie H. Grayson

Date: June 9, 2005

Re: **Request by landowner to add language to existing easement**

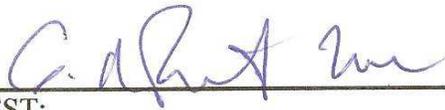
Background: Mr. William Couzens and his wife are the current owners of a VOF easement property on Zulla Road in Fauquier County. The easement was placed on the 50.27 acre tract by a former owner in 2000. Mr. Couzens is an environmental activist concerned primarily with pesticide issues.

Situation: Mr. Couzens would like to amend his easement to include language addressing pesticide use (see attached email with proposed language). He understands that his language would be virtually unenforceable but would like it included in his easement as this is an important issue to him and a general statement regarding his beliefs.

Recommendation:

Staff recommends that we offer to include this language in Mr. Couzens's easement as a goodwill gesture for the landowner and with the understanding that it holds no enforcement rights. If the easement is being amended we also recommend that the easement be upgraded to include any clarification or language improvements that have occurred in last several years. However, Staff does not recommend that we use this specific language or similar type language in easements as a matter of common practice.

DENIED by a vote of 5 to 0.



ATTEST:

G. Robert Lee, Executive Director

Revised June 23, 2005

Easement Guidelines

Virginia Outdoors Foundation

These are guidelines to be considered by the Trustees of the Virginia Outdoors Foundation (VOF) in evaluating proposals for the donation of easements. The guidelines are intended to provide direction to the Trustees and to the public but are not to be considered as regulations. Specific circumstances may warrant flexibility and departure from these guidelines as the Trustees consider appropriate. The Trustees must determine that the restrictions proposed in the easement will preserve and protect in perpetuity the open-space values of the Property. The open space values, including historic, natural, scenic, scientific and recreational values, are determined during the evaluation of the Property, are reflected in the easement deed itself and described in the documentation of the property contained in VOF files and records;

I. THE CHARACTERISTICS OF THE PROPERTY

The Trustees shall consider the following:

A. Does the easement benefit the public?

- Virginia Code 10.1-1800 establishes that it is in the public interest for VOF to preserve areas of the Commonwealth having natural, scenic, historic, scientific, open-space, or recreational characteristics. Examples of types of properties having these characteristics are described in Attachment A. In determining the public benefit of an easement, the VOF may also refer to the Internal Revenue Code Section 170(h)(4)(A) definitions of the conservation purposes of easements (see Attachment B). **The Trustees shall make a determination that acceptance of the easement brings a public benefit to the Commonwealth.**

B. The conservation values of the property;

- The environmental characteristics of the property, including the existence of wetlands, riparian corridors, wildlife habitat, biological diversity, unique species, historic resources, ~~prime~~-agricultural and forest lands, scenic resources, unique geological features, watersheds, or critical slopes;
- The geographic location of the property within the Commonwealth, including its proximity to designated statewide resources such as Scenic Rivers, Scenic Highways or Virginia Byways, state or national parks, wilderness areas, properties listed on the Virginia Landmarks Register, or land under conservation easement;
- The relative importance of the conservation values to be protected by the easement, particularly in the context of the intensity of surrounding development and the role that the property plays in the cultural geography of the area.

C. Population, transportation, and development trends, including;

- Whether the property is identified in a statewide planning document;

- The classification or identification of the property in the local government's Comprehensive Plan, and the current zoning of the property; whether the easement being considered is consistent with and promotes the goals of local land use planning;
- The extent to which the easement is likely to interfere with anticipated public works projects. In considering this factor, the Trustees shall weigh the importance of the property's conservation values against the nature of the anticipated public works project, the extent to which planning for the public works project has been finalized, and the practicality and availability of other options for achieving the purpose of the public works project.

II. THE PROPOSED RESTRICTIONS

The Trustees shall consider the following:

A. The proposed number of parcels permitted on the property. In general, the following density restrictions are encouraged for easements in **rural areas** of the Commonwealth:

- For properties under 100 acres, no subdivision;
- For properties of 100 to 149 acres, one division (two parcels) may be permitted provided that one of the parcels is small and located so as to keep the remainder in a viable farm unit, or, additional restrictions are being placed on the property so as to preserve the conservation values thereon;
- For properties of 150 to 249 acres, two parcels;
- For properties of 250 to 299 acres, two divisions (three parcels) may be permitted provided that one of the parcels is small and located so as to keep the remainder in a viable farm unit, or, additional restrictions are being placed on the property so as to preserve the conservation values thereon;
- For properties of 300 acres to 500 acres , average density of at least 100 acres per parcel, i.e. 400+ acres = maximum of four parcels; Properties over 500 acres = maximum of five parcels + additional parcels on a sliding scale of one parcel for each additional 200 acres, i.e. 800+ acres = maximum of 6 parcels and 1,000+ acres = max. of 7 parcels.
- In meeting the above density restrictions, there is no minimum acreage requirement for parcel size. Subdivided parcels may be a cluster of small lots that retain the maximum open space on the remainder in order to maintain a viable size for farm or forestry use.

Note: There is no minimum size for properties considered for easements in either rural areas (A, above) or urban and urbanizing areas (B, below). However, properties of less than 50 acres must contribute to or add to a designated conservation resource i.e. adjacent to an existing park or fronting on a designated scenic river or road, or adjacent to other conservation easements, etc. In addition, staff must evaluate the property to determine the significance of the resources, the specific restrictions necessary to protect the identified resource (such as no-build area, buffer area, etc.), and whether any development rights are being extinguished by virtue of the proposed easement prior to developing an easement proposal.

B. For easements in **urban or urbanizing areas** of the Commonwealth parcel sizes may vary according to the characteristics of the property. Density restrictions should be evaluated on a case-by-case basis, taking into account the following:

- The acreage of the property to be restricted;
- Average parcel sizes in the surrounding area; and
- The conservation values to be protected and the amount of development which can be sustained without compromising those values.

C. The proposed buildings permitted on the property. In general, the following restrictions are encouraged:

- For each parcel, one principal single-family residence and associated non-residential outbuildings appropriately incidental thereto, including garage, gazebos, tool sheds, etc., and associated structures such as a swimming pool and tennis court are permitted. Dwellings exceeding 4,500 square feet in living area may require prior written approval for siting and location;
- Secondary dwelling units (residential units subordinate to the primary dwelling and situate on the same tract of land including tenant or guest houses, rental cottages, and barn or duplex apartments) are permitted to the extent they are not in conflict with the conservation values of the property. Secondary dwelling units are permitted on a general scale of one per 100 acres; however, the use and character of the land may warrant an increase, or, in some cases, a decrease in these numbers. Limits on the location, size, and type of secondary dwelling units will factor in the number permitted. In general, the size of secondary dwellings will not exceed ~~1,800~~ 2,000 sq. ft. of enclosed living area except by written approval of Grantee.
- For properties of over 50 acres, farm buildings and structures of 4,500 square feet or less in ground area are permitted without review by the Grantee; larger buildings may be permitted with prior written approval of the Grantee. The size threshold at which the review for farm buildings is required may be as large as 10,000 sq. feet on large working farms. For properties smaller than 50 acres farm buildings and structures of 2,500 square feet or less are permitted, larger buildings require prior written approval.

D. Other factors which may affect the applicability of the general guidelines outlined above, including:

- Unusually high visibility or sensitive location of the property which indicates a need for greater restrictions. For properties taken under easement to protect a scenic, natural, or historic resource, building setbacks from that resource (such as a scenic river or road) or "no-build" areas or building siting envelopes may be required. An envelope is the outline of a designated building area.
- Topographic or other intrinsic features of the property which allow for greater density of development without compromising the conservation values of the property.

E. Other Restrictions.

- If a landowner proposes other restrictions than those identified in the standard form easement, the restriction must have a clearly delineated conservation purpose, must be easily observed by VOF during routine monitoring visits, and must be practical to enforce.

III. SPECIAL PROJECT AREAS

The Board of Trustees of the Virginia Outdoors Foundation may designate areas as Special Project Areas. Special Project Areas are particular geographic regions of the Commonwealth where protection through easements is especially warranted, and where the Foundation expects to concentrate resources. The following factors may aid in designating Special Project Areas:

A. The area is of statewide natural, scenic, historic, scientific, open-space, or recreational significance. One or more of the following documents may help identify such significance:

- Critical Environmental Areas Survey
- The Virginia Outdoors Plan
- The locality's Comprehensive Land Use Plan
- Chesapeake Bay Preservation Areas Study
- Division of Natural Heritage database
- Other statewide planning documents

B. Support from local landowners has been identified.

C. A local land trust, conservation group, or other organization has expressed an interest in working with the VOF to encourage protection of the area.

D. The local government has indicated an interest in protection of the area through easements.

IV. TERMS OF APPROVAL

Approval of an easement by the VOF Trustees authorizes execution of the easement at any time within two years following the date of approval. If an approved easement has not been executed and recorded within that time it must be resubmitted to the Trustees for approval.

ATTACHMENT A:

Guidelines for VOF Staff to Use in Evaluating Potential Easement Properties

Criteria or guidelines for determining:

NATURAL (meets one of the following):

A.) the property is in a relatively **natural state** defined by areas:

- with little or no land disturbance or clearing of vegetation, or
- providing habitat for rare, threatened, or endangered species, or
- of high biological diversity as determined by qualified professional, or
- designated as wilderness area, or
- having unique geological features, or

- B.) The property includes lands designated by a federal, state, or local government, or recognized organization as:
- wetlands
 - wildlife habitat
 - riparian corridors, public water supply watersheds, Chesapeake Bay Resource Protection Areas, Resource Management Areas, flood plain protection areas, or other lands important to water quality or quantity
 - steep or critical slopes
 - prime or locally important agricultural or forestal soils.

SCENIC (meets one of the following):

- A.) The property is listed in a state, or regional, or local landscape inventory (including site-specific listing in the local Comprehensive Plan),
- B.) The property is visually accessible from a park, nature preserve, road, recreational waterbody, trail, or historic structure or land area, open to, or used by, the general public and possesses scenic characteristics (examples of factors used in defining a particular view as "scenic" include, 1.) the compatibility of the land use with other land in the vicinity; 2.) the degree of contrast and variety provided by the visual scene; 3.) the openness of the land; and 4.) the harmonious variety of shapes and textures.)

HISTORIC (meets one of the following):

- A.) The property is an historically important land area:
- an independently significant land area (for example an archaeological site or a battlefield) that is listed or meets the criteria for listing on the State or National Register, or
 - listed on the State or National Register or within a Rural Historic District, or
 - identified by the County Comprehensive Plan as having local historic significance, or
 - identified and documented by a recognized organization as having local historical significance.
- B.) The property includes an historic structure and/or its setting:
- any building, structure, or land area that is listed or meets the criteria for listing on the State or National Register, or
 - a supporting structure located within a registered Historic District, or
 - a structure identified by the County Comprehensive Plan as having historical significance, or
 - identified and documented as having local historic significance (including an example of an architectural style, an association with an historical event, or an association with an historical figure).

Note: In the case of a property that has a State or National Register site on it, VOF recommends that the landowner consider donating an historic preservation easement to the Va. Department of Historic Resources.

SCIENTIFIC:

- A.) The property includes a site used for scientific research or determined to be appropriate for the systemic and objective collection of data under the direction of a qualified individual in

the field of natural science, for example a colony of trees resistant to a wide-spread virus, or a unique karst cave system.

OPEN-SPACE:

A.) The preservation of the property is pursuant to a clearly delineated governmental policy, for example farmland within an Agricultural and Forestal District, or forestland within a Mountainside Overlay or Conservation District. Please refer also to note on minimum acreage.

RECREATIONAL:

A.) The property is regularly accessible for use and enjoyment by the general public and contains resources of educational value or offers recreational opportunities, for example a water area used by the public for boating or fishing, or a nature or hiking trail open to the public.

ATTACHMENT B:

Internal Revenue Code Section 170(h)(4)(A) defines conservation purposes as:

- i) the preservation of land areas for outdoor recreation by, or the education of, the general public,
- ii) the protection of a relatively natural habitat of fish, wildlife, or plants, or similar ecosystem,
- iii) the preservation of certain open space (including farmland and forest land) where such preservation is ----
 - (I) for the scenic enjoyment of the general public and will yield a significant public benefit, or
 - (II) pursuant to a clearly delineated Federal, State, or local governmental conservation policy and will yield a significant public benefit.
- (iv) the preservation of an historically important land area or a certified historic structure.

*Note: The Virginia Outdoors Foundation cannot guarantee that an easement will qualify for a federal income tax deduction under IRS criteria. Donors should consult with qualified tax advisors to determine the tax effect in their particular situation. VOF is not involved in determining the value of an easement for tax purposes. This determination must be made by a qualified independent appraiser.